

**OSTER**  
**Researching Services**

12897 Colonial Dr • Mt Airy, Md 21771  
301-253-6040

16556

RECORDED BY \_\_\_\_\_ FILED 148

9-277A010

OCT 4 1989 -9 50 AM

INTERSTATE COMMERCE COMMISSION

October 4, 1989

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Non-Recourse Note and Security Agreement dated as of August 29, 1989, between the following parties:

Secured Party: First National Bank of Louisville

Debtor: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

The equipment involved in this transaction is listed on Annex A to the agreement.

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Mary Ann Oster*  
*C. Overly*

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/4/89

OFFICE OF THE SECRETARY

Mary Ann Oster  
Oster Researching Services  
12897 Colonial Dr.  
Mt Airy Md. 21771

Dear Mrs. Oster:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/4/89 at 9:50<sup>am</sup> and assigned recordation number(s). 16556, 15764<sup>c</sup> & 16556.

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16556  
RECORDED IN \_\_\_\_\_ FILED 1425

OCT 4 1989 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

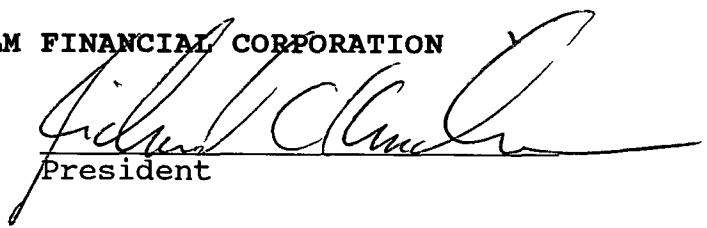
MEMORANDUM OF  
NON-RECOURSE NOTE AND SECURITY AGREEMENT

THIS MEMORANDUM OF NON-RECOURSE NOTE & SECURITY AGREEMENT is intended to evidence the Non-Recourse Note & Security Agreement dated as of September 1, 1989 (the "Note and Security Agreement") between Helm Financial Corporation, a California corporation (the "Maker"), and First National Bank of Louisville, (the "Bank"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Maker is the owner of the open top hoppers more fully described in Annex A hereto (the "Unit(s)"). The Maker has granted a security interest in the Units to the Bank upon the terms and conditions provided in the Note and Security Agreement, attached hereto as Annex B.

IN WITNESS WHEREOF, the Maker and the Bank, each pursuant to due authority, have executed this Memorandum of Note and Security Agreement, as of this 29th day of August, 1989.


MAKER

HELM FINANCIAL CORPORATION

By:   
President

BANK

FIRST NATIONAL BANK OF LOUISVILLE

By:   
Title: VICE PRESIDENT

**ANNEX A  
TO MEMORANDUM  
OF NON-RECOURSE  
NOTE AND SECURITY AGREEMENT  
DATED AS OF SEPTEMBER 1, 1989**

Equipment Description

100 ton, roller bearing, 3,422 cubic foot, three-pocket, open top coal hopper cars remanufactured by Bethlehem Steel in 1988.

Reporting Marks

HLMX

Car Numbers

50  
5003      5014      5027      5047      5059      5075      5095  
5004      5015      5028      5048      5060      5076      5098  
5005      5016      5033      5050      5061      5078      5099  
5007      5018      5036      5051      5063      5081      5101  
5008      5019      5041      5053      5064      5085      5103  
5011      5022      5042      5054      5065      5087      5105  
5012      5023      5043      5055      5069      5091      5106  
5013      5024      5045      5058      5073      5094      5111

2111  
10001      10015      10047      10056      10071      10084      10121  
10002      10033      10048      10060      10073      10085      10124  
10003      10038      10050      10061      10075      10086  
10005      10039      10051      10062      10078      10087  
10006      10040      10052      10065      10080      10096  
10008      10042      10053      10069      10081      10118  
10014      10045      10054      10070      10082      10120

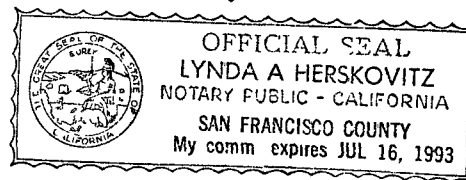
STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 29<sup>th</sup> day of AUGUST, 1989, before me personally appeared RICHARD C. KIRCHNER, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynda A HERSKOVITZ  
Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF Kentucky )  
 ) §  
COUNTY OF Jefferson )

On this 14<sup>th</sup> day of September, 1989, before me personally appeared Mary L. Scott, to me personally known, who, being by me duly sworn, says that he is Vice President of FIRST NATIONAL Bank of Louisville, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly Sickle  
Notary Public

My Commission Expires: 9-27-93

[Notarial Seal]